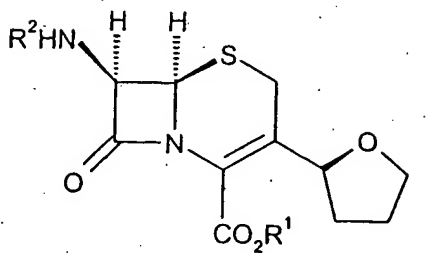


**IN THE CLAIMS:**

1. (Currently Amended) A process for preparing a 3-cyclic-ether-substituted cephalosporin of the formula I:

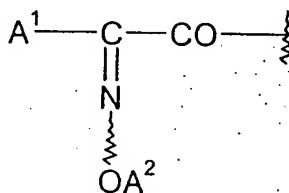


or a pharmaceutically acceptable salt thereof,

wherein

the group CO<sub>2</sub>R<sup>1</sup> is a carboxylic acid or a carboxylate salt; and

R<sup>2</sup> has the formula:

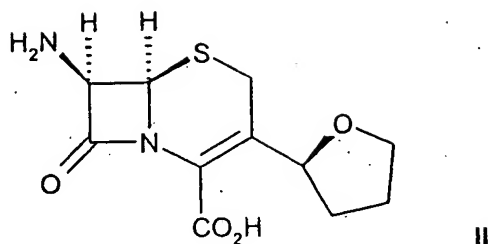


wherein

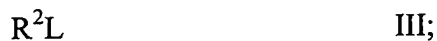
A<sup>1</sup> is selected from the group consisting of C<sub>6-10</sub>aryl, C<sub>1-10</sub>heteroaryl and C<sub>1-10</sub>heterocyclyl;

A<sup>2</sup> is selected from the group consisting of hydrogen, C<sub>1-16</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkenyl, C<sub>6-10</sub>aryl, C<sub>1-6</sub>alkyl(CO)(C<sub>1-6</sub>)alkyl-O-, HO(CO)(C<sub>1-6</sub>)alkyl, mono-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl), di-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl), and tri-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl);

comprising reacting a compound formula II



with a compound of the formula III:



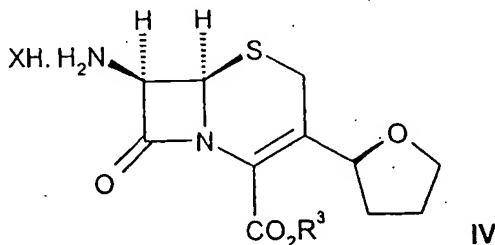
wherein

$R^2$  is as defined above; and

L is selected from the group consisting of hydroxy, halo, azido, mono-( $C_{1-16}$ alkyl)carbonate, ( $C_{1-6}$ alkyl)carboxylate, ( $C_{6-10}$ aryl)carboxylate, mono-( $C_{6-10}$ aryl)-( $C_{1-6}$ alkyl)carboxylate, di-( $C_{6-10}$ aryl)( $C_{1-6}$ alkyl)carboxylate, di( $C_{1-6}$ alkyl)phosphorothioate, ( $C_{1-6}$ alkyl)sulfonyl, mono-( $C_{1-6}$ alkyl)( $C_{6-10}$ aryl)sulfonyl, di-( $C_{1-6}$ alkyl)-(CO)-S-, cyano- $C_{1-6}$ alkoxy,  $C_{6-10}$ aryloxy, 3-benzthiazolyloxy, 8-quinolinylloxy and N-oxy-succinimidyl;

in the presence of a solvent, a base, an optional coupling agent and an optional catalyst.

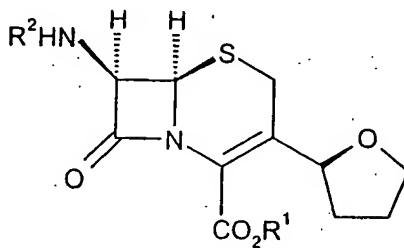
2. (Original) The process according to claim 1 further comprising the step of preparing said compound of formula II by reacting a compound of formula IV:



wherein  $R^3$  is para-nitrobenzyl or allyl; and X is halo;

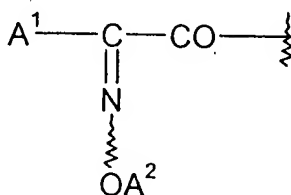
with a suitable deprotecting agent; in the presence of a solvent.

3. (Original) A process for preparing a 3-cyclic-ether-substituted cephalosporin of the formula I:



or a pharmaceutically acceptable salt thereof,

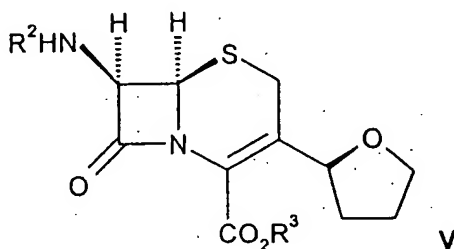
wherein the group  $CO_2R^1$  is a carboxylic acid or a carboxylic salt; and  $R^2$  has the formula:



wherein  $A^1$  is selected from the group consisting of  $C_{1-10}$  aryl,  $C_{1-10}$  heteroaryl and  $C_{1-10}$  heterocyclyl;

A<sup>2</sup> is selected from the group consisting of hydrogen, C<sub>1-6</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>6-10</sub>aryl, C<sub>1-6</sub>alkyl(CO)(C<sub>1-6</sub>)alkyl-O-, HO(CO)(C<sub>1-6</sub>)alkyl, mono-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl), di-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl) and tri-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl);

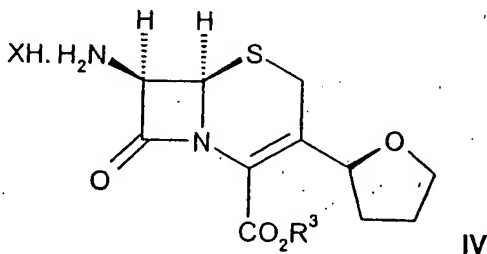
comprising reacting a compound of formula V:



wherein R<sup>2</sup> as defined above; and R<sup>3</sup> is para-nitrobenzyl or allyl;

with a suitable deprotecting agent in the presence of a solvent.

4. (Currently Amended) The process according to claim 3 further comprising preparing said compound of formula V by reacting a compound of formula IV:



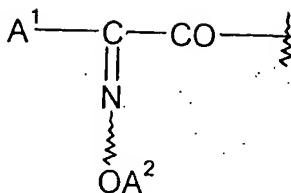
where R<sup>3</sup> is para-nitrobenzyl or allyl; and X is halo;

with a compound of the formula III:



III;

wherein R<sup>2</sup> has the formula:



wherein A<sup>1</sup> is selected from the group consisting of C<sub>6-10</sub> aryl, C<sub>1-10</sub> heteroaryl and C<sub>1-10</sub> heterocyclyl;

A<sup>2</sup> is selected from the group consisting of hydrogen, C<sub>1-6</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>6-10</sub>aryl, C<sub>1-6</sub>alkyl(CO)(C<sub>1-6</sub>)alkyl-O-, HO(CO)(C<sub>1-6</sub>)alkyl, mono-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl), di-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl) and tri-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl); and

L is selected from the group consisting of hydroxy, halo, azido, mono(C<sub>1-6</sub>alkyl)carbonate, (C<sub>1-6</sub>alkyl)carboxylate, (C<sub>6-10</sub>aryl)carboxylate, mono-(C<sub>6-10</sub>aryl)(C<sub>1-6</sub>alkyl)carboxylate, di-(C<sub>6-10</sub>aryl)(C<sub>6-10</sub>alkyl)carboxylate, di(C<sub>1-6</sub>alkyl)phosphorothioate, (C<sub>1-6</sub>alkyl)sulfonyl, mono-(C<sub>1-6</sub>alkyl)(C<sub>6-10</sub>aryl)sulfonyl, di-(C<sub>1-6</sub>alkyl)(C<sub>6-10</sub>aryl)sulfonyl, (C<sub>1-6</sub>alkyl)-(CO)-S-, cyano-C<sub>1-6</sub>alkoxy, C<sub>6-10</sub>aryloxy, 3-benzthiazolyloxy, 8-quinolinylloxy and N-oxy-succinimidyl;

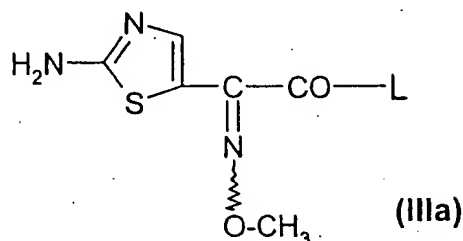
in the presence of a solvent.

5. (Original) The process according to claim 1, wherein said A<sup>1</sup> moiety of said R<sup>2</sup> is C<sub>1-10</sub>heteroaryl selected from the group consisting of furyl, thienyl, pyridyl, aminothiazolyl and aminothiadiazolyl, wherein said amino moiety of said aminothiazolyl or aminothiadiazolyl is optionally protected.

6. (Original) A process according to claim 1, wherein said A<sup>2</sup> moiety of said R<sup>2</sup> is C<sub>1-6</sub> alkyl.

7. (Original): A process according to claim 1, wherein L of said compound of the formula III is selected from the group consisting of halo, methanesulfonyl, diethylphosphorothioate and 3-benzthiazolyloxy.

8. (Original) A process according to claim 1, wherein said compound of formula III has a formula IIIa:



and wherein L is selected from the group consisting of halo, methanesulfonyl, diethylphosphorothioate and 3-benzthiazolyloxy.

9. (Original) A process according to claim 1, wherein said solvent is water, acetone, tetrahydrofuran, ethyl acetate, dimethylacetamide, dimethylformamide, acetonitrile, methylene chloride, 1,2-dichloroethane or mixtures thereof.

10. (Original) A process according to claim 1, wherein said solvent is water, acetone, or mixtures thereof.

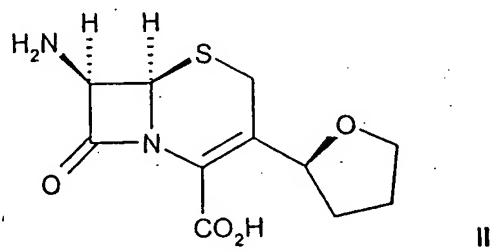
11. (Original) A process according to claim 1, wherein a catalyst is used.

12. (Original) A process according to claim 11 wherein said catalyst is a Lewis acid catalyst selected from the group consisting of boron trihalide and aluminum halide.
13. (Original) A process according to claim 1 wherein said base is diisopropylethylamine or sodium hydroxide.
14. (Original) A process according to claim 1, wherein said coupling agent is selected from the group consisting of N,N'-diethylcarbodiimide, N,N'-dipropyl carbodiimide, N,N'-diisopropylcarbodiimide, N,N'-dicyclohexylcarbodiimide, N-ethyl-N'-[3-(dimethylamino)propyl]carbodiimide, N,N'-carbonyldiimidazole and N,N'-carbonyldithiazole.
15. (Original) A process according to claim 1, wherein said coupling agent is N,N'-dicyclohexylcarbodiimide.
16. (Original) A process according to claim 1, wherein said X is chloro.
17. (Original) A process according to claim 2, wherein said R<sup>3</sup> is para-nitrobenzyl and said suitable deprotecting agent is sodium dithionite or a catalytic hydrogenating agent.
18. (Original) A process according to claim 2, wherein said R<sup>3</sup> is allyl and said suitable deprotecting agent is tetrakis triphenylphosphine palladium (0).

19. (Original) A process according to claim 17, wherein said solvent is acetone, water, tetrahydrofuran or mixtures thereof.

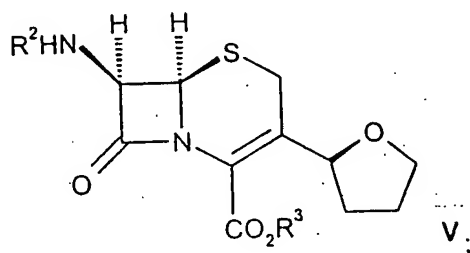
20. (Original) A process according to claim 4, wherein said solvent is methylene chloride, tetrahydrofuran or mixtures thereof.

21. (Original) A compound of formula II:



22. (Original) The compound according to claim 21 wherein said compound of the formula II has an enantiomeric or diastereomeric purity of 96% to 100%.

23. (Original) A compound of formula V:



wherein  $R^2$  is acyl; and  $R^3$  is para-nitrobenzyl or allyl.



24. (Original) The compound according to claim 23 wherein said compound of the formula V has an enantiomeric or diastereomeric purity of 96% to 100%.